

STATE OF ALABAMA

DOMESTIC BUSINESS CORPORATION  
ARTICLES OF DISSOLUTION

PURPOSE: In order to dissolve a Business Corporation (formerly known as For-Profit Corporation) under Section 10A-1-9.11 and 10A-2-14.03 of the Code of Alabama 1975 these Articles of Dissolution and the appropriate filing fees must be filed with the Office of the Judge of Probate in the county where the corporation's Certificate of Formation was recorded. The information required in this form is required by Title 10A.

INSTRUCTIONS: Mail one (1) signed original and two (2) copies of this completed form and the appropriate filing fees to the Office of the Judge of Probate in the county where the corporation's Certificate of Formation was recorded. Contact the Judge of Probate's Office to determine the county filing fees. Make a separate check or money order payable to the **Secretary of State for the state filing fee of \$100.00** and the Judge of Probate's Office will transmit the fees along with a certified copy of the Articles of Dissolution to the Office of the Secretary of State within 10 days after the filing is recorded. Once the Secretary of State's Office has indexed the filing, the information will appear at [www.sos.alabama.gov](http://www.sos.alabama.gov) under the Government Records tab and the Business Entity Records link – you may search by entity name or number. You may pay the Secretary of State fees by credit card if the county you are filing in will accept that method of payment (see attached). Your dissolution will not be indexed if the credit card does not authorize and will be removed from the index if the check is dishonored.



20120313000088160 1/3 \$156.00  
Shelby Cnty Judge of Probate, AL  
03/13/2012 02:50:31 PM FILED/CERT

(For County Probate Office Use Only)

**This form must be typed or laser printed.**

1. The name of the corporation as recorded on the Certificate of Formation:

Green Key, Inc.

2. Alabama Entity ID Number (Format: 000-000): 264 - 549 **INSTRUCTION TO OBTAIN ID NUMBER TO COMPLETE FORM:** If you do not have this number immediately available, you may obtain it on our website at [www.sos.alabama.gov](http://www.sos.alabama.gov) under the Government Records tab. Click on Business Entity Records, click on Entity Name, enter the registered name of the entity in the appropriate box, and enter. The six (6) digit number containing a dash to the left of the name is the entity ID number. If you click on that number, you can check the details page to make certain that you have the correct entity – this verification step is strongly recommended.

This form was prepared by: (type name and full address)

Jason A. Stuckey  
2100 Providence Park, Suite 250  
Birmingham, AL 35242

(For SOS Office Use Only)

**DOMESTIC BUSINESS CORPORATION ARTICLES OF DISSOLUTION**

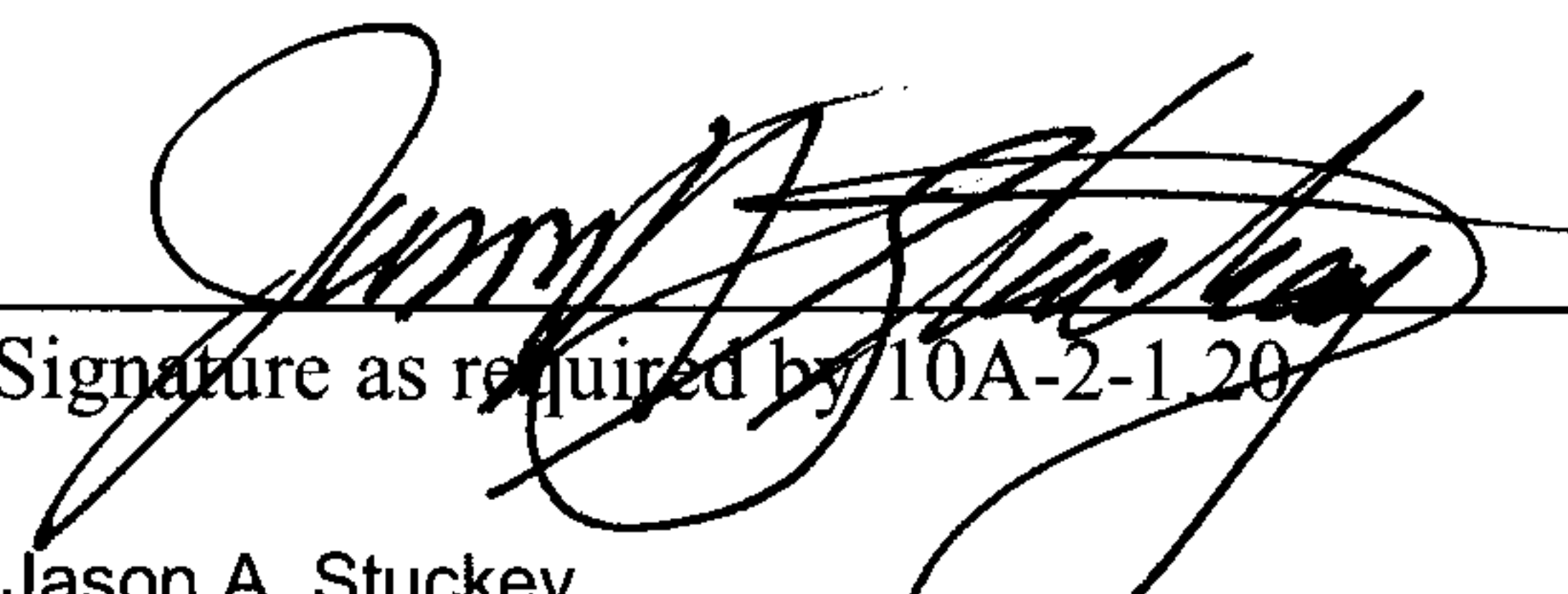
3. The date the dissolution was authorized: \_\_\_\_\_ / \_\_\_\_\_ / \_\_\_\_\_ (format MM/DD/YYYY)

**Item 4, 5, or 6 MUST be checked/completed with any appropriate attachments.**

4. ☐ The dissolution was approved by the shareholders. The number of votes entitled to be cast on the proposal to dissolve was \_\_\_\_\_ (this information is required for item a or b). Complete one of the following:
- a. The total number of votes cast for dissolution was \_\_\_\_\_ and the total number of votes cast against dissolution was \_\_\_\_\_.
- b. The total number of undisputed votes cast for dissolution was \_\_\_\_\_ which was a sufficient number of votes to approve dissolution.
5. ☐ Dissolution by voting groups was required, the information required in item 4 above is provided for each voting group and is attached to and made part of this Articles of Dissolution document.
6. ☒ The dissolution was approved by written consent of all shareholders under Section 10A-2-14.02(f) and a copy of the written consent or consents signed by all the shareholders of the corporation is attached to and made part of this Articles of Dissolution document.
7. The Articles of Dissolution are effective on the date the document is recorded in the Office of the Judge of Probate. The corporation may file a Revocation of Dissolution with the Office of the Judge of Probate within 120 days of the effective date. After the 120 days for Revocation lapse, a corporation cannot revoke or reinstate it must be filed as a new Certificate of Formation.

03/09/2012

Date (MM/DD/YYYY)



Signature as required by 10A-2-1.20

Jason A. Stuckey

Typed Name of Above Signature

Vice President/Director

Typed Title/Capacity to Sign under 10A-2-1.20



## Resolution of the Shareholders

of

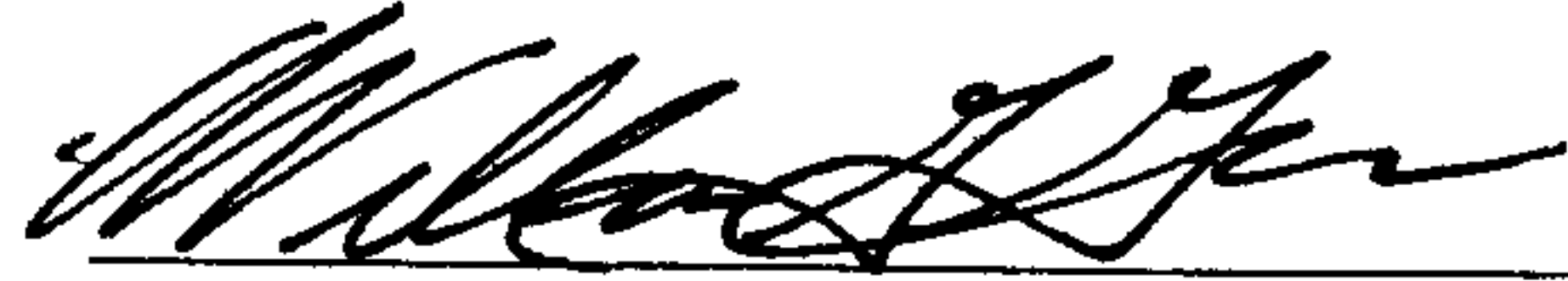
### Green Key, Inc.

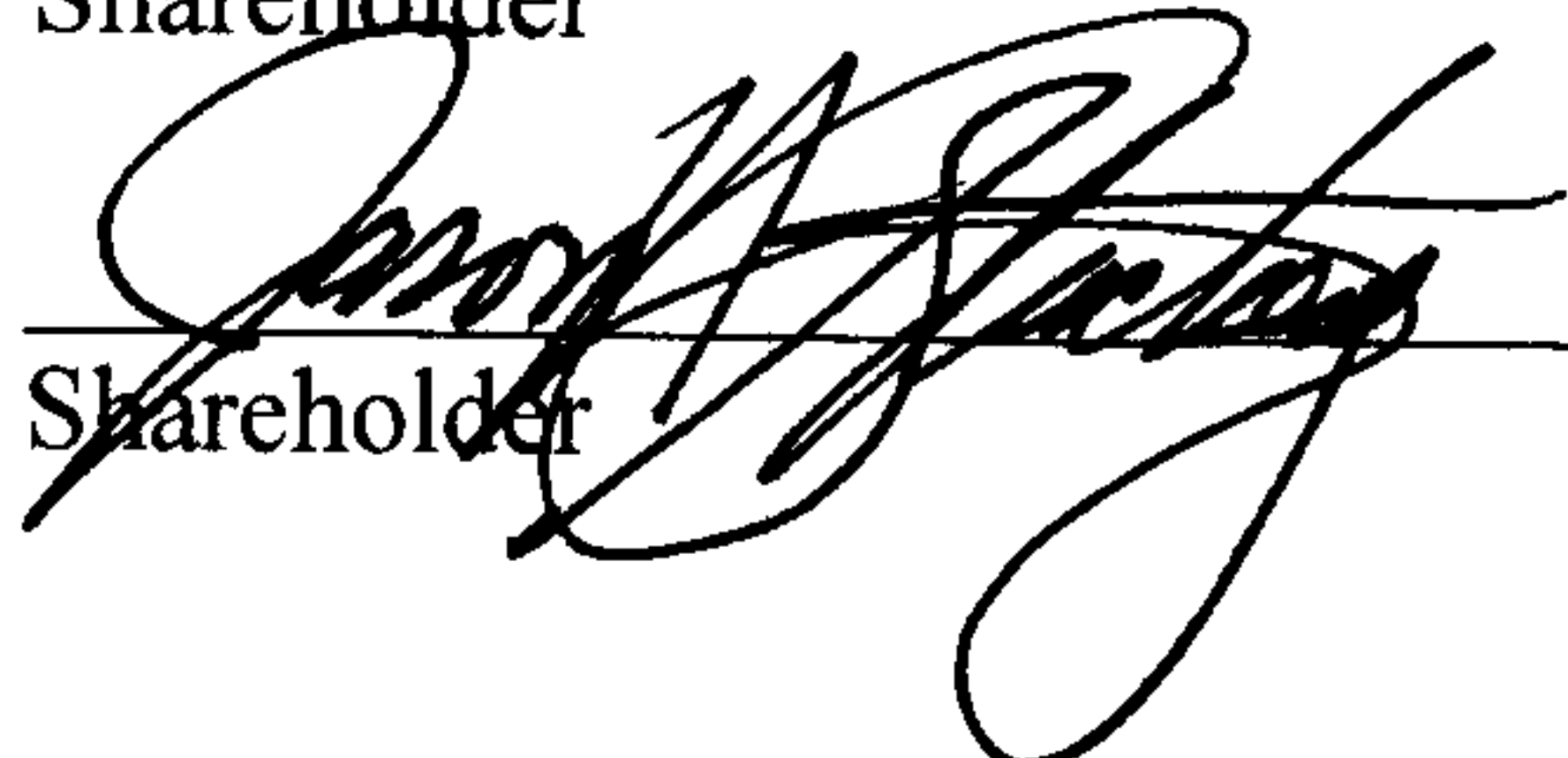
Pursuant to Notice or Waiver of Notice, at a regular or special meeting of the Shareholders of Green Key, Inc., an Alabama corporation, upon motion duly made and seconded, the following resolution was adopted by a majority of the shareholders, present in person or in proxy, entitled to vote thereon:

RESOLVED by the Shareholders of the Corporation as follows:

- (1) Complete liquidation of Green Key, Inc.
  - (2) Payment of all corporate debts, and
  - (3) Distribution of any remaining cash, securities, and cash realized from the sale of securities or corporate assets to the stockholders.
- B. That the directors and officers of Green Key, Inc. are authorized and directed to immediately initiate the liquidation of the corporation so that its assets or the proceeds therefrom can be distributed to its stockholders prior to 12/31/2010.
- C. That promptly thereafter, the charter and franchise of Green Key, Inc. will be surrendered and the corporation dissolved.
- D. That Green Key, Inc. discontinues transacting all business as of December 31<sup>st</sup>, 2010, except that which is necessary or incidental to liquidation and winding up affairs.

Dated this the 15<sup>th</sup> day of December 2010.


  
Shareholder

  
Shareholder

Attest:

Secretary



  
20120313000088160 3/3 \$156.00  
Shelby Cnty Judge of Probate, AL  
03/13/2012 02:50:31 PM FILED/CERT